

711706

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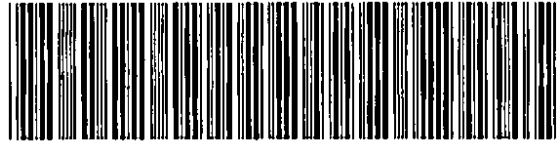
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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February 24, 2020

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Seaside Gardens Civic Association, Inc.
Document Number: 711706
FEI/EIN Number: 59-1202374
Date Filed: 10/27/1966

Dear Sirs:

Enclosed please find the Certificate of Amendment for the Amended and Restated Articles of Amendment to the Articles of Incorporation for Seaside Gardens Civic Association, Inc. and a check for \$35.00 for the filing fee. All requested amendments are contained in the enclosed executed Amended and Restated Articles of Incorporation. Please return all correspondence concerning this matter in the enclosed self-addressed stamped envelope.

Thank you very much for your assistance with this matter. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely yours,



Melanie G. Moran, Office Manager
Email: mmoran@najmythompson.com
Enclosures



**CERTIFICATE OF AMENDMENT FOR THE AMENDED AND RESTATED ARTICLES
OF INCORPORATION
FOR SEASIDE GARDENS CIVIC ASSOCIATION, INC.
DOCUMENT NUMBER 711706**

Pursuant to Section 617.1007, Florida Statutes, the Corporation desires to amend and restate its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on October 27, 1966, under Document Number **711706**.

1. The name of this Corporation is Seaside Gardens Civic Association, Inc.
2. The date of the adoption of the attached Amended and Restated Articles of Incorporation was the 10th day of February, 2020.
3. The Articles of Incorporation were Amended and Restated as the attached Amended and Restated Articles of Incorporation of Seaside Gardens Civic Association, Inc., and the attached Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments.
4. The corporation is not changing its name, mailing address, or its current agent.
5. The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned authorized officer of the Association signed this certificate adopting the Amended and Restated Articles of Incorporation on this 21 day of February, 2020.

Signed, sealed and delivered
in the presence of:

Seaside Gardens Civic Association, Inc.
a Florida not-for-profit corporation

By: Sandra Ann Dates
Print Name: Sandra Ann Dates
Print Title: PRESIDENT

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2020 FEB 27 PM 2:56

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF SEASIDE GARDENS CIVIC ASSOCIATION, INC.
A Florida not for profit corporation

The Seaside Gardens Civic Association, Inc., (the "Association") has adopted these Amended and Restated Articles of Incorporation. The Original Articles of Incorporation were filed with the state of Florida on October 27, 1966, as Document Number 711706. This corporation is formed and is subject to Chapter 617, Florida Statutes, as it may be amended from time to time.

ARTICLE I. NAME; PRINCIPAL OFFICE OF ASSOCIATION

The name of the corporation shall be Seaside Gardens Civic Association, Inc., which is hereinafter referred to as "the Association". The principal office of the Association shall be 1877 Northgate Blvd. #4, Sarasota, FL 34234, unless otherwise determined by the Board of Directors.

ARTICLE II. PURPOSES AND POWERS

2.1 The general nature of the object and purposes of this corporation shall be to provide facilities and services for recreational, social, and leisure time activities of the members, and others authorized to enjoy the facilities of the Association, to own and operate recreational areas, parks and playgrounds, to own and operate a water distribution system and a sewage disposal system, to own utility areas and to own, maintain and operate real, personal and mixed property necessary or desirable for such purposes, and to engage in any other activities authorized by law.

2.2 The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

ARTICLE III. MEMBERS

3.1 Any person or other legal entity who owns an individual residential unit in the Seaside Gardens subdivision shall be a member of this corporation and entitled to one (1) vote to be cast in the manner set forth in the Bylaws. An individual residential unit is defined as a dwelling with an individual street address. In the absence of a dwelling on any buildable parcel, the owner is entitled to one (1) vote. Buildable property shall be defined per requirements of the city of Holmes Beach building code. All rights, title and interest of each member of this corporation in the estate, property, and privileges belonging to this corporation shall cease when such member of the corporation is no longer an owner of property within the Seaside Gardens. Where a residential unit is owned by more than one (1) person, the owners shall be collectively entitled to a total of one (1) vote per unit. Each residential unit shall pay its pro-rata share of assessments as set forth in the Bylaws.

3.2 In the event that a dwelling with multiple units is demolished, the owner's membership will be one (1) vote until a new dwelling is constructed, at which time the owner will be entitled to one (1) vote per unit as defined above.

3.3 The owners of any residential unit built in Seaside Gardens in the future shall upon completion be automatically members of the Association entitled to one (1) vote per unit and pay the pro-rata share of assessments.

3.4 The quorum for board and membership meetings shall be as set forth in the Bylaws.

ARTICLE IV. CORPORATE EXISTENCE

The Association shall have perpetual existence unless sooner dissolved in accordance with applicable law.

ARTICLE V. ORIGINAL INCORPORATORS

The names of the original incorporators of this corporation are as follows: Lewis C. Bricker, Wilton F. Martin, Louise P. Flanagan and J. E. Holmes

ARTICLE VI. BOARD OF DIRECTORS

6.1 **Management by Directors.** The property, business and affairs of the Association shall be managed and conducted by a Board of Directors of no fewer than three (3) directors, the precise number and terms to be set forth in the Bylaws. The Directors must be members of the Association unless specifically authorized by the Bylaws. Vacancies shall be filled in accordance with applicable law and as set forth in the Bylaws.

6.2 **Election of Directors.** Directors shall be elected by the members of the corporation as set forth in the Bylaws.

6.3 **Governing Authority.** The management, regulation, control, fiscal and financial operation, and duties of this corporation shall be according to these Articles of Incorporation, the bylaws, any restrictions affecting the property subject to the Association's control or operation, and applicable law.

6.4 **Meetings.** Meetings of the Members and the Board shall be noticed and conducted in the manner set forth in the Bylaws.

ARTICLE VII. OFFICERS

7.1 **Offices.** The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect or as may otherwise be set forth in the Bylaws.

7.2 **Election and Appointment of Officers.** The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office.

ARTICLE VIII. BY-LAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

ARTICLE IX. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes. The vote required to amend these shall be by not less than a majority of the votes of all members of the Association represented at a meeting of the members at which a quorum is present.

ARTICLE X. INDEMNIFICATION

10.1 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

CERTIFICATE OF AMENDMENT

The undersigned officer of the Seaside Gardens Civic Association, Inc., a Florida corporation not-for-profit, does hereby certify that the foregoing Amended and Restated Articles of Incorporation, were duly proposed and approved by the requisite number of members in accordance with the Association's governing documents and Florida law, and the number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the Board of Directors of Association has caused these Amended and Restated Articles of Incorporation to be signed in its name this 21st day of February 2020.

Signed, sealed and delivered

Witnesses to President's signature

1. Carrie Byram
Print Name: Carrie Byram

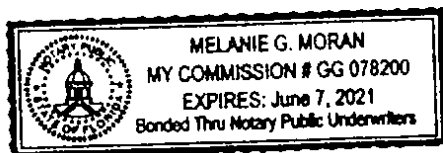
2. Melanie G. Moran
Print Name: MELANIE G. MORAN

SEASIDE GARDENS CIVIC ASSOCIATION, INC.

By: Sandra Anne Nates
Print Name: SANDRA ANNE NATES
As Its President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 21st day of February, 2020, by Sandra Anne Nates as President of the Seaside Gardens Civic Association, Inc. He/She is personally known to me or has produced _____ as identification.



Melanie G. Moran
Notary Public, State of Florida
Print Name: MELANIE G. MORAN
Date: 2/21/20
My Commission Expires: 6/7/21